

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

U.S. BANK, NATIONAL ASSOCIATION, in its  
capacity as Trustee, JOSHUA N. TERRY, AND  
ACIS CAPITAL MANAGEMENT, L.P.,

Plaintiffs,

-against-

THE CHARITABLE DONOR ADVISED FUND,  
L.P., CLO HOLDCO LTD., AND NEXPOINT  
DIVERSIFIED REAL ESTATE TRUST,

Defendants.

**Case No. 1:21-cv-11059 (GHW)**

**DECLARATION OF MAZIN A. SBAITI**

I, the undersigned, make this Declaration to the best of my personal knowledge, and do so under the penalty of perjury.

1. My name is Mazin A. Sbaiti. I am over 21 years of age, of sound mind, and fully competent to make this Declaration.

2. I am a partner at the law firm Sbaiti & Company PLLC, which has been retained to represent NexPoint Diversified Real Estate Trust in the above referenced matter. The statements herein are based on my personal knowledge and my representation of Virtual Chart Solutions I, Inc. in this case.

3. Attached as Exhibit 1 to this Declaration is a true and correct copy of the Indenture between ACIS CLO 2015-6 Ltd., ACIS CLO 2015-6 LLC and U.S. Bank National Association dated April 16, 2015.

4. Attached as Exhibit 2 to this Declaration is a true and correct copy of Offering Circular relating to the offering of the Co-Issued Notes of ACIS CLO 2015-6 Ltd. and ACIS CLO 2015-6 LLC and the Issuer Notes of ACIS CLO 2015-6 Ltd. dated April 14, 2015.

5. Attached as Exhibit 3 to this Declaration is a true and correct copy of the Portfolio Management Agreement between ACIS CLO 2015-6 Ltd. and Acis Capital Management, L.P. dated April 15, 2015.

6. Attached as Exhibit 4 to this Declaration is a true and correct copy of a redlined version of Plaintiffs' Amended Complaint filed on February 23, 2022, in this matter.

7. Attached as Exhibit 5 to this Declaration is a true and correct copy of an excerpt from *Tianrui (Int'l) Holding Co. Ltd. v. China Shanshui Cement Grp. Ltd.*, Grand Court of the Cayman Is., April 6, 2020.

I declare under penalty of perjury under the laws of the State of Texas and the laws of the United States of America that the foregoing is true and correct.

Dated: June 14, 2023

/s/ Mazin A. Sbaiti  
Mazin A. Sbaiti